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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO.

25211-A
FILED

SEP 27 '04

2-58 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

September 27, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment and Assumption Agreement, dated as of September 24, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Buyer/Assignee: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207

Seller/Assignor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, Texas 75207

Mr. Vernon A. Williams
September 27, 2004
Page 2

is: A description of the railroad equipment covered by the enclosed document

154 railcars:

TILX 190997 – TILX 191071
TILX 220061 – TILX 220068
TILX 261191 – TILX 261245
TILX 302523 – TILX 302538

A short summary of the document to appear in the index is:

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO.

25211-A
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**BILL OF SALE
AND ASSIGNMENT AND ASSUMPTION AGREEMENT**

SEP 27 '04 2:58 PM

SURFACE TRANSPORTATION BOARD

TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation ("TILC"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRINITY RAIL LEASING TRUST II, a Delaware business trust (the "Company"), under the Asset Contribution and Purchase Agreement (the "Asset Contribution and Purchase Agreement") dated as of June 27, 2002 as amended and restated by and between TILC and the Company, at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Company and its successors and assigns all right, title, and interest of TILC, in and to (x) certain Railcars set forth on Exhibit A and (y) any Leases related thereto set forth on Exhibit B and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to TILC with respect to the Railcars by the manufacturer thereof. The Company hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of TILC under the Leases.

To have and to hold all and singular the rights to the Railcars and the Leases to the Company and its successors and assigns for their own use and behalf forever.


And TILC hereby warrants to the Company and its successors and assigns that, at the time of delivery of the Railcars and the assignment and assumption of the Leases, TILC has legal and beneficial title thereto and good and lawful right to sell the Railcars and to assign the Leases, and the Railcars and the Leases are free and clear of all Liens (other than Permitted Liens); provided, however, that TILC covenants that it will defend forever such title to the Railcars and the Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of the Railcars and the assignment of the Leases by TILC hereunder. Notwithstanding the provisions above and its and the Company's intent that TILC grant, bargain, sell, transfer, assign and set over to the Company all right, title and interest of TILC in the Railcars and the Leases, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, TILC hereby also grants the Company a security interest in the Railcars and the Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Asset Contribution and Purchase Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Company of all right, title and interest of TILC in the Railcars and the Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Asset Contribution and Purchase Agreement.


THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTION 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING TO THE EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT HAS BEEN DELIVERED IN THE STATE OF NEW YORK. .

IN WITNESS WHEREOF, TILC and the Company have caused this instrument to be executed in its name, by a duly authorized officer on the 24th day of September, 2004.

TRINITY INDUSTRIES LEASING COMPANY

By: 
Name: Eric Marchetto
Title: Vice President

TRINITY RAIL LEASING TRUST II

By: 
Name: Eric Marchetto
Title: Vice President

CHI:1081656.1

ACKNOWLEDGMENT

STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, a corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of Trinity Industries Leasing Company.

WITNESS my hand and official seal this 24th day of September, 2004.

MY COMMISSION EXPIRES: 5-26-2006

Notary Public

Cathy I. Gott



ACKNOWLEDGMENT

STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be a Vice President of TRINITY RAIL LEASING TRUST II, a Delaware business trust, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the Delaware business trust by her/himself as a such officer Trinity Rail Leasing Trust II.

WITNESS my hand and official seal this 24th day of September, 2004.

MY COMMISSION EXPIRES: 5-26-2006

Notary Public

Cathy I. Gott



**TRINITY RAIL LEASING II
WAREHOUSE 17th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX190997	33800	8/31/2004	Tank
2	TILX190998	33800	8/31/2004	Tank
3	TILX190999	33800	8/11/2004	Tank
4	TILX191000	33800	8/31/2004	Tank
5	TILX191001	33800	8/31/2004	Tank
6	TILX191002	33800	8/31/2004	Tank
7	TILX191003	33800	8/31/2004	Tank
8	TILX191004	33800	9/7/2004	Tank
9	TILX191005	33800	8/31/2004	Tank
10	TILX191006	33800	8/31/2004	Tank
11	TILX191007	33800	8/31/2004	Tank
12	TILX191008	33800	8/31/2004	Tank
13	TILX191009	33800	9/7/2004	Tank
14	TILX191010	33800	8/31/2004	Tank
15	TILX191011	33800	9/7/2004	Tank
16	TILX191012	1282	8/31/2004	Tank
17	TILX191013	1282	8/31/2004	Tank
18	TILX191014	1282	8/31/2004	Tank
19	TILX191015	1282	9/7/2004	Tank
20	TILX191016	1282	8/31/2004	Tank
21	TILX191017	1282	9/9/2004	Tank
22	TILX191018	1282	9/9/2004	Tank
23	TILX191019	1282	9/9/2004	Tank
24	TILX191020	1282	9/9/2004	Tank
25	TILX191021	1282	9/9/2004	Tank
26	TILX191022	1282	8/31/2004	Tank
27	TILX191023	1282	9/27/2004	Tank
28	TILX191024	1282	9/27/2004	Tank
29	TILX191025	1282	8/31/2004	Tank
30	TILX191026	1282	9/16/2004	Tank
31	TILX191027	1282	9/27/2004	Tank
32	TILX191028	1282	8/31/2004	Tank
33	TILX191029	1282	8/31/2004	Tank
34	TILX191030	1282	9/20/2004	Tank
35	TILX191031	1282	9/27/2004	Tank
36	TILX191032	1282	9/7/2004	Tank
37	TILX191033	1282	9/9/2004	Tank
38	TILX191034	1282	9/7/2004	Tank
39	TILX191035	1282	9/7/2004	Tank
40	TILX191036	1282	9/9/2004	Tank
41	TILX191037	1282	9/8/2004	Tank
42	TILX191038	1282	9/7/2004	Tank
43	TILX191039	1282	8/31/2004	Tank
44	TILX191040	1282	9/7/2004	Tank
45	TILX191041	1282	9/7/2004	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 17th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
46	TILX191042	1282	9/9/2004	Tank
47	TILX191043	1282	9/9/2004	Tank
48	TILX191044	1282	9/7/2004	Tank
49	TILX191045	1282	9/9/2004	Tank
50	TILX191046	1282	9/9/2004	Tank
51	TILX191047	1282	9/20/2004	Tank
52	TILX191048	1282	9/21/2004	Tank
53	TILX191049	1282	9/21/2004	Tank
54	TILX191050	1282	9/9/2004	Tank
55	TILX191051	1282	9/20/2004	Tank
56	TILX191052	1282	9/21/2004	Tank
57	TILX191053	1282	9/10/2004	Tank
58	TILX191054	1282	9/21/2004	Tank
59	TILX191055	1282	9/21/2004	Tank
60	TILX191056	1282	9/16/2004	Tank
61	TILX191057	1282	9/10/2004	Tank
62	TILX191058	1282	9/10/2004	Tank
63	TILX191059	1282	9/10/2004	Tank
64	TILX191060	1282	9/20/2004	Tank
65	TILX191061	1282	9/21/2004	Tank
66	TILX191062	4760	9/27/2004	Tank
67	TILX191063	4760	9/27/2004	Tank
68	TILX191064	4760	9/27/2004	Tank
69	TILX191065	4760	9/27/2004	Tank
70	TILX191066	4760	9/27/2004	Tank
71	TILX191067	4760	9/27/2004	Tank
72	TILX191068	4760	9/27/2004	Tank
73	TILX191069	4760	9/27/2004	Tank
74	TILX191070	4760	9/27/2004	Tank
75	TILX191071	4760	9/27/2004	Tank
76	TILX220061	334	9/20/2004	Tank
77	TILX220062	334	9/20/2004	Tank
78	TILX220063	334	9/20/2004	Tank
79	TILX220064	334	9/20/2004	Tank
80	TILX220065	334	9/20/2004	Tank
81	TILX220066	334	9/20/2004	Tank
82	TILX220067	334	9/20/2004	Tank
83	TILX220068	334	9/20/2004	Tank
84	TILX261191	12316	9/20/2004	Tank
85	TILX261192	12316	8/31/2004	Tank
86	TILX261193	12316	9/20/2004	Tank
87	TILX261194	12316	8/31/2004	Tank
88	TILX261195	12316	8/31/2004	Tank
89	TILX261196	12316	9/27/2004	Tank
90	TILX261197	12316	8/31/2004	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 17th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
91	TILX261198	12316	9/8/2004	Tank
92	TILX261199	12316	8/31/2004	Tank
93	TILX261200	12316	9/27/2004	Tank
94	TILX261201	12316	9/20/2004	Tank
95	TILX261202	12316	9/9/2004	Tank
96	TILX261203	12316	8/31/2004	Tank
97	TILX261204	12316	8/31/2004	Tank
98	TILX261205	12316	9/20/2004	Tank
99	TILX261206	12316	8/31/2004	Tank
100	TILX261207	12316	8/31/2004	Tank
101	TILX261208	12316	9/16/2004	Tank
102	TILX261209	12316	9/20/2004	Tank
103	TILX261210	12316	9/8/2004	Tank
104	TILX261211	12316	9/16/2004	Tank
105	TILX261212	12316	8/31/2004	Tank
106	TILX261213	12316	9/20/2004	Tank
107	TILX261214	12316	9/16/2004	Tank
108	TILX261215	12316	9/20/2004	Tank
109	TILX261216	12316	8/31/2004	Tank
110	TILX261217	12316	9/8/2004	Tank
111	TILX261218	12316	8/31/2004	Tank
112	TILX261219	12316	8/31/2004	Tank
113	TILX261220	12316	9/27/2004	Tank
114	TILX261221	12316	8/31/2004	Tank
115	TILX261222	12316	9/9/2004	Tank
116	TILX261223	12316	8/31/2004	Tank
117	TILX261224	12316	8/31/2004	Tank
118	TILX261225	12316	9/8/2004	Tank
119	TILX261226	12316	9/21/2004	Tank
120	TILX261227	12316	9/8/2004	Tank
121	TILX261228	12316	9/9/2004	Tank
122	TILX261229	12316	9/21/2004	Tank
123	TILX261230	12316	9/20/2004	Tank
124	TILX261231	12316	9/20/2004	Tank
125	TILX261232	12316	9/20/2004	Tank
126	TILX261233	12316	9/8/2004	Tank
127	TILX261234	12316	9/9/2004	Tank
128	TILX261235	12316	9/16/2004	Tank
129	TILX261236	12316	9/21/2004	Tank
130	TILX261237	12316	9/9/2004	Tank
131	TILX261238	12316	9/20/2004	Tank
132	TILX261239	12316	9/20/2004	Tank
133	TILX261240	12316	9/20/2004	Tank
134	TILX261241	12316	9/8/2004	Tank
135	TILX261242	12316	9/20/2004	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 17th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
136	TILX261243	12316	9/9/2004	Tank
137	TILX261244	12316	9/20/2004	Tank
138	TILX261245	12316	9/20/2004	Tank
139	TILX302523	3967	6/29/2004	Tank
140	TILX302524	3967	7/7/2004	Tank
141	TILX302525	3967	6/29/2004	Tank
142	TILX302526	3967	6/29/2004	Tank
143	TILX302527	3967	6/29/2004	Tank
144	TILX302528	3967	6/29/2004	Tank
145	TILX302529	3967	7/7/2004	Tank
146	TILX302530	3967	7/7/2004	Tank
147	TILX302531	3967	6/29/2004	Tank
148	TILX302532	3967	6/29/2004	Tank
149	TILX302533	3967	7/7/2004	Tank
150	TILX302534	3967	6/29/2004	Tank
151	TILX302535	3967	7/7/2004	Tank
152	TILX302536	3967	7/7/2004	Tank
153	TILX302537	3967	6/29/2004	Tank
154	TILX302538	3967	7/7/2004	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 17th FUNDING PORTFOLIO**

Exhibit B

<u>Lessee Number</u>	<u>Lessee</u>	<u>Rider Number</u>
1282	ADM TRANSPORTATION CO.	47
33800	CELANESE LTD	2
3967	CONOCOPHILLIPS CO	8
4760	DOW CHEMICAL COMPANY	5
334	MARATHON ASHLAND PET. LLC	3
12316	SHELL OIL COMPANY	17

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/27/04



Robert W. Alvord